

## PROFFERS

### HITT CONTRACTING, INC.

#### RZ 2013-PR-004

August 19, 2013

Pursuant to Section 15.2-2303(A) of the Code of Virginia (1950, as amended) and Section 18-204 of the Zoning Ordinance of Fairfax County (1978, as amended), the property owner/applicant, for itself and its successors and/or assigns (hereinafter collectively referred to as the "Applicant"), hereby proffers that the development of the parcels under consideration and shown on the 2013 Fairfax County tax maps as Tax Map 49-2 ((1)) 65, 73, and 74 (collectively, the "Property") shall be in accordance with the following conditions if, and only if, application RZ 2013-PR-004 is granted.

1. Development Plan. The Property shall be developed in substantial conformance with the Generalized Development Plan entitled "HITT/Hartland Road Generalized Development Plan" dated January 14, 2013 and revised through August 19, 2013, prepared by Dewberry & Davis LLC (the "GDP"), consisting of Sheets 1 through 10.
2. Minor Modifications. Minor modifications to the GDP and these Proffers may be permitted when necessitated by sound engineering or that may become necessary as part of final site design or engineering, pursuant to Section 18-204 of the Fairfax County Zoning Ordinance (the "Zoning Ordinance") as determined by the Zoning Administrator.
3. Uses. The development and use of the Property shall be limited to a health club for the use by the Applicant's employees and/or office and accessory uses.
4. Landscaping. A landscape plan shall be submitted in conjunction with the site plan for that land area encompassed by the GDP and will be generally consistent with the preliminary landscape plan shown on Sheet 3 of the GDP. The landscape plan shall include approximately twenty (20) deciduous trees and approximately eleven (11) evergreens as shown on the GDP. The landscape plan shall incorporate native species to the greatest extent feasible, as determined by Urban Forest Management Division (UFMD).
5. Parking. The Applicant has provided parking based on an occupant load of ninety-three occupants, subject to approval of an exception by the building official. A parking tabulation will be submitted in conjunction with the site plan. If the building is used for office use, the Applicant reserves the right to make minor modifications to the parking layout, including but not limited to the designation of a loading area. In no event, will the Applicant decrease the amount of open space shown on the GDP.
6. Bicycle Parking. The Applicant shall install bicycle racks in the locations generally shown on Sheet 2 of the GDP. The bike racks shall be inverted U-style racks or other design approved by Fairfax County Department of Transportation.

7. Limits of Clearing and Grading. The Applicant shall conform strictly to the limits of clearing and grading as shown on the GDP, subject to allowances for the installation of utilities. If it is determined necessary to install utilities in areas protected by the limits of clearing and grading as shown on the GDP, they shall be located in the least disruptive manner necessary. A replanting plan shall be developed and implemented, subject to approval by the UFMD, for any areas protected by the limits of clearing and grading that must be disturbed for such utilities. Prior to site plan approval, the Applicant will obtain the necessary permissions from the adjacent property owners before the removal of any trees located off the Property.
8. Tree Preservation. The Applicant shall submit a Tree Preservation Plan and Narrative as part of the first and all subsequent site plan submissions. The preservation plan and narrative shall be prepared by a Certified Arborist or a Registered Consulting Arborist, and shall be subject to the review and approval of the Urban Forest Management Division, DPWES. The tree preservation plan shall include a tree inventory that identifies the location, species, critical root zone, size, crown spread and condition analysis percentage rating for all individual trees to be preserved, as well as all on and off-site trees, living or dead with trunks 8 inches in diameter and greater (measured at 4 ½ -feet from the base of the trunk or as otherwise allowed in the latest edition of the Guide for Plant Appraisal published by the International Society of Arboriculture) located within 25 feet to either side of the limits of clearing and grading. The tree preservation plan shall provide for the preservation of those areas shown for tree preservation, those areas outside of the limits of clearing and grading shown on the GDP and those additional areas in which trees can be preserved as a result of final engineering. The tree preservation plan and narrative shall include all items specified in PFM 12-0507 and 12-0509. Specific tree preservation activities that will maximize the survivability of any tree identified to be preserved, such as: crown pruning, root pruning, mulching, fertilization, and others as necessary, shall be included in the plan.
9. Tree Appraisal. The Applicant shall retain a professional arborist with experience in plant appraisal, to determine the replacement value of all trees that are eight (8) inches in diameter or greater that are shown to be saved on the Tree Preservation Plan. These trees and their value shall be identified on the Tree Preservation Plan at the time of the submission of the respective site plan(s). The replacement value shall take into consideration the age, size and condition of these trees and shall be determined by the so-called "Trunk Formula Method" contained in the latest edition of the Guide for Plant Appraisal published by the International Society of Arboriculture, subject to review and approval by UFMD.

At the time of the respective site plan approvals, the Applicant shall post a cash bond or a letter of credit payable to the County of Fairfax to ensure preservation and/or replacement of the trees for which a tree value has been determined in accordance with the paragraph above (the "Bonded Trees") that die or are dying due to unauthorized construction activities. The letter of credit or cash deposit shall be equal to 50% of the replacement value of the Bonded Trees. At any time prior to final bond release for the improvements on the Application Property constructed adjacent to the respective tree save areas, should any Bonded Trees die, be removed, or are determined to be dying by UFMD due to

unauthorized construction activities, the Applicant shall replace such trees at its expense. The replacement trees shall be of equivalent size, species and/or canopy cover as approved by UFMD. In addition to this replacement obligation, the Applicant shall also make a payment equal to the value of any Bonded Tree that is dead or dying or improperly removed due to unauthorized construction activity. This payment shall be determined based on the Trunk Formula Method and paid to a fund established by the County for furtherance of tree preservation objectives. Upon release of the bond for the improvements on the Property constructed adjacent to the respective tree save areas, any amount remaining in the tree bonds required by this proffer shall be returned/released to the Applicant.

10. Tree Preservation Walk-Through. The Applicant shall retain the services of a certified arborist or Registered Consulting Arborist, and shall have the limits of clearing and grading marked with a continuous line of flagging prior to the walk-through meeting. During the tree-preservation walk-through meeting, the Applicant's certified arborist or landscape architect shall walk the limits of clearing and grading with an UFMD, DPWES, representative to determine where adjustments to the clearing limits can be made to increase the area of tree preservation and/or to increase the survivability of trees at the edge of the limits of clearing and grading, and such adjustment shall be implemented. Trees that are identified as dead or dying may be removed as part of the clearing operation. Any tree that is so designated shall be removed using a chain saw and such removal shall be accomplished in a manner that avoids damage to surrounding trees and associated understory vegetation. If a stump must be removed, this shall be done using a stump-grinding machine in a manner causing as little disturbance as possible to adjacent trees and associated understory vegetation and soil conditions.
11. Tree Preservation Fencing. All trees shown to be preserved on the tree preservation plan shall be protected by tree protection fence. Tree protection fencing in the form of four (4) foot high, fourteen (14) gauge welded wire attached to six (6) foot steel posts driven eighteen (18) inches into the ground and placed no further than ten (10) feet apart or, super silt fence to the extent that required trenching for super silt fence does not sever or wound compression roots which can lead to structural failure and/or uprooting of trees shall be erected at the limits of clearing and grading as shown on the demolition, and phase I & II erosion and sediment control sheets, as may be modified by the "Root Pruning" development condition below.

All tree protection fencing shall be installed after the tree preservation walk-through meeting but prior to any clearing and grading activities, including the demolition of any existing structures. The installation of all tree protection fencing shall be performed under the supervision of a certified arborist, and accomplished in a manner that does not harm existing vegetation that is to be preserved. Three (3) days prior to the commencement of any clearing, grading or demolition activities, but subsequent to the installation of the tree protection devices, the UFMD, DPWES, shall be notified and given the opportunity to inspect the site to ensure that all tree protection devices have been correctly installed. If it is determined that the fencing has not been installed correctly, no grading or construction activities shall occur until the fencing is installed correctly, as determined by the UFMD, DPWES.

12. Root Pruning. The Applicant shall root prune, as needed to comply with the tree preservation requirements of these Proffers. All treatments shall be clearly identified, labeled, and detailed on the erosion and sediment control sheets of the subdivision plan submission. The details for these treatments shall be reviewed and approved by the UFMD, DPWES, accomplished in a manner that protects affected and adjacent vegetation to be preserved, and may include, but not be limited to the following:
  - A. Root pruning shall be done with a trencher or vibratory plow to a depth of 18 inches.
  - B. Root pruning shall take place prior to any clearing and grading, or demolition of structures.
  - C. Root pruning shall be conducted with the supervision of a certified arborist.
  - D. An UFMD, DPWES, representative shall be informed when all root pruning and tree protection fence installation is complete.
13. Site Monitoring. During any clearing or tree/vegetation/structure removal on the Applicant Property, a representative of the Applicant shall be present to monitor the process and ensure that the activities are conducted as proffered and as approved by the UFMD. The Applicant shall retain the services of a certified arborist or Registered Consulting Arborist to monitor all construction and demolition work and tree preservation efforts in order to ensure conformance with all tree preservation proffers, and UFMD approvals. The monitoring schedule shall be described and detailed in the Landscaping and Tree Preservation Plan, and reviewed and approved by the UFMD, DPWES.
14. Leadership in Energy and Environmental Design ("LEED") Certification.
  - A. The Applicant shall include, as part of the site plan and building plan submission, a list of specific credits within the most current version of the U.S. Green Building Council's Leadership in Energy and Environmental Design—New Construction (LEED®-NC) rating system, or other LEED rating system determined to be applicable to the proposed building by the U.S. Green Building Council (USGBC), that the Applicant anticipates attaining. A LEED-accredited professional who is also a professional engineer or architect licensed to practice in the Commonwealth of Virginia will provide certification statements at both the time of site plan/subdivision plan review and the time of building plan review confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED certification of the project.
  - B. In addition, prior to site plan/subdivision plan approval, the Applicant shall designate the Chief of the Environment and Development Review Branch of the Department of Planning and Zoning as a team member in the USGBC's LEED Online system. This team member will have privileges to review the project status and monitor the progress of all documents submitted by the project team,

but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.

- C. Prior to building plan approval, the Applicant shall post a “green building escrow,” in the form of cash, bond or a letter of credit from a financial institution acceptable to DPWES as defined in the Public Facilities Manual (“PFM”), in the amount of \$2.00/square foot of GFA. This green building escrow will be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of the most current version of LEED-NC certification at the time of the project's registration, or other LEED rating system determined, by the USGBC, to be applicable to each building. The provision to the Environment and Development Review Branch of DPZ of documentation from the USGBC that the building has attained LEED-NC certification will be sufficient to satisfy this commitment. At the time LEED-NC certification is demonstrated to the Environment and Development Review Branch of DPZ, the escrowed funds shall be released to the Applicant.
- D. As an alternative to the actions outlined in the Paragraphs A and C above, the Applicant may choose at its sole discretion to pursue a certification higher than LEED certification, in which case the LEED-AP will provide certification statements at the time of building plan review confirming that the items on the list of specific credits will meet at least the minimum number of credits necessary to attain the higher certification.

Prior to the issuance of a building permit for the building to be constructed, the Applicants shall submit documentation, to the Environment and Development Review Branch of DPZ, regarding the USGBC's preliminary review of design-oriented credits in the LEED program. This documentation will demonstrate that the building is anticipated to attain a sufficient number of design-related credits that, along with the anticipated construction-related credits, will be sufficient to attain greater than LEED-NC certification. Under this alternative, the Applicant is not required to provide a “green building escrow” unless the Applicant fails to provide the above referenced documentation that the building is anticipated to attain greater than LEED-NC certification.

Prior to final bond release of each building, the Applicant shall submit documentation to the Environment and Development Review Branch of DPZ, confirming the status of LEED certification.

15. Architecture. The building floor plans and elevations prepared by Davis Carter Scott shown on Sheets 8 and 9 of the GDP are provided to illustrate the architectural theme and design intent of the building. The final architectural design of the building shall be in substantial conformance with the general type, quality and materials depicted in the illustrative elevations. The windows on the front elevation of the building (facing west) will be actual glass windows. The maximum building height shall be no greater than 35 feet.

16. Recreation Contribution. At the time of the issuance of the Non-RUP for the Property, the Applicant shall provide a Fair Share monetary contribution of \$2,354 (\$0.27 per square foot) to the Board of Supervisors for recreational opportunities as determined in consultation with the Providence District Supervisor.
17. Right-of-Way Dedication. The Applicant shall dedicate and convey to the Board of Supervisors, in fee simple, the land area shown on Sheets 2 of the GDP (consisting of approximately 2,090 square feet) for public street and sidewalk purposes. The dedicated land shall be conveyed subject to all existing easements and other encumbrances. Dedication of the right-of-way area shall be made concurrent with site plan approval.
18. Potential Interparcel Access. In the event that the Property is used for office uses and subject to the approval of the adjacent property owner at such time, the Applicant shall record a public access easement to permit future connection of the drive aisle to the south to serve the adjacent property commonly referred to as the Hartlee Center Condominium and identified as Tax Maps 49-2 ((28) 1 to 10, inclusive. At such time, the Applicant shall reserve for future dedication the eighteen (18) foot wide area designated on the GDP as a "Potential Future Interparcel Access" easement. The future connection and expansion are to be provided by others, however, the Applicant shall be responsible for removing any landscaping or retaining walls on the Property necessary to accommodate the construction by others, and replacing the landscaping elsewhere on the Property.
19. Streetscape. Streetscape improvements and plantings shall be provided as indicated on Sheet 2 of the GDP. The Applicant shall incorporate street furnishings, sidewalk and crosswalk finished as specified in the Merrifield Streetscape Design Manual for the Ring Road. Notwithstanding the foregoing, the Applicant reserves the right, in consultation with the Zoning Administrator, to shift the location of the landscape along the proposed streetscapes to accommodate final architectural design, utilities and layout considerations, and sight distance requirements so long as such modifications are in general conformance with the GDP.
20. Crosswalk at Hartland Road and Providence Forest Drive. The Applicant will construct a crosswalk at the intersection of Hartland Road and Providence Forest Drive, as shown on Sheet 2 of the GD. The Applicant's obligation is subject to final review and approval by VDOT and the Applicant's ability to obtain any required permission or easements from the adjacent property owner.
21. Lighting. Outdoor lighting shall comply with the Outdoor Lighting Standards of Section 14-900 of the Zoning Ordinance. Building mounted security lighting shall utilize full cut-off fixtures with shielding such that the lamp surface is not directly visible.
22. Signage. Signage for the Property shall be provided in accordance with the requirements of Article 12 of the Zoning Ordinance.
23. Stormwater Management. Subject to review and approval by DPWES, stormwater management and Best Management Practice ("BMP") measures for the Property will be provided in on-site facilities as depicted on Sheets 4 to 7 of the GDP.

24. Advance Density Credit. Advanced density credit is reserved consistent with the provisions of the Zoning Ordinance for all eligible dedications described herein or as may be required by Fairfax County or VDOT.
25. Successors and Assigns. These Proffers will bind and inure to the benefit of the Applicant and their successors and assigns. Each reference to "Applicant" in this proffer statement shall include within its meaning and shall be binding upon Applicant's successor(s) in interest and/or developer(s) of the site or any portion of the site.
26. Counterparts. These Proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original, and all of which taken together shall constitute but one and the same instrument.

[SIGNATURE ON THE NEXT PAGE]

APPLICANT / TITLE OWNER OF TAX MAP  
49-2 ((1)) 65, 73, and 74

HITT CONTRACTING, INC.

By: 

Brett R. Hitt  
Its: Co-President

[SIGNATURE ENDS]